

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re: ) Chapter 11  
In re Delphi Corporation, et al., ) 05-44481  
Debtor(s). ) (Jointly Administered)

DECLARATION OF NON-LEGAL PROFESSIONAL LAZARD FRERES & CO. LLC

Andrew Yearley, under penalty of perjury and in lieu of affidavit as permitted under 28 U.S.C. § 1746, deposes and says:

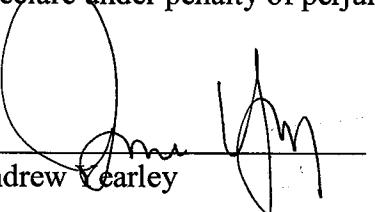
1. I am a Managing Director of Lazard Freres & Co. LLC (“Lazard”), which maintains offices at 30 Rockefeller Plaza, New York, NY 10020.

2. Lazard serves as Financial Advisor to the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America in the above-captioned case, as set forth in the Motion For Order Under 11 U.S.C. §§ 105(a) and 363(b) Authorizing Debtors to Pay Certain Financial Advisor Fees and Expenses Incurred by the United Automobile, Aerospace and Agricultural Implement Workers of America and the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America [Docket No. 1930] (the "UAW and IUE-CWA Financial Advisor Payment Motion"). Under the Court's Order approving the UAW and IUE-CWA Financial Advisor Payment Motion, [Docket 2224], dated February 9, 2006 (the "Order"), prior to the payment of any Advisor Fees, each of the Financial Advisors shall be required to file a declaration confirming that such Financial Advisor has not entered into any agreement to share the payments it receives under the Order with any other person and entity.

3. The undersigned, on behalf of Lazard, hereby confirms that Lazard has no agreement with any person or entity to share the payments it receives under the Order with any other person or entity.

4. The foregoing constitutes the statement of Lazard pursuant to the Order.

I declare under penalty of perjury that the foregoing is true and correct.

  
Andrew Yearley

Executed on: March 10, 2006